

BYLAWS
NORTH LANCASTER NEIGHBORHOOD ASSOCIATION
December 2024

ARTICLE I **NAME**

The name of this organization shall be the North Lancaster Neighborhood Association, aka NOLA.

ARTICLE II **AREA**

The North Lancaster Neighborhood Association shall encompass the area within the city limits as described below ("Neighborhood"). The boundaries run along the centerline of the street except as noted below.

Northern boundary: Silverton Road NE, between the backlot boundaries on the west side of Evergreen Avenue NE and Cordon Rd NE

Eastern boundary: Cordon Road NE, between Silverton Road NE and Sunnyview Road NE
Western boundary: the backlot boundaries on the west side of Evergreen Avenue NE, between Silverton Road NE and Market Street NE

Southern boundary: Sunnyview Rd NE between I-5 and Cordon Road, and Market Street NE, between I-5 and the backlot boundaries on the west side of Evergreen Avenue NE

ARTICLE III **PURPOSE**

Section 1. NOLA shall serve in an advisory capacity to several decision-making bodies of the City of Salem, including but not limited to the Planning Commission and the City Council, on matters affecting or relating directly or indirectly but not limited to the redevelopment, safety, crime prevention, and maintenance of the Neighborhood.

NOLA shall also reserve the right to represent the general membership on any issue which involves a government or private entity that has activities or jurisdiction over this area.

NOLA will be non-partisan and will assist in the dissemination of information on all matters affecting the growth and development of the above-described neighborhood.

Section 2. NOLA may formulate and develop plans and proposals including but not limited to growth, development, redevelopment, and maintenance of the Neighborhood with particular emphasis on land use, zoning, parks, open space, recreation programs, bike paths, housing, schools and community facilities and programs, traffic patterns, transportation, public highways, safety and crime prevention

Section 3. NOLA shall concern itself with comprehensive planning of the North Lancaster Neighborhood Association, and the Salem urban and rural areas as deemed necessary.

ARTICLE IV **MEMBERSHIP**

Section 1. The general membership consists of the residents, property owners, and persons engaged in business in this Neighborhood. A voting member of the general

membership shall be at least 18 years of age.

Section 2. There shall be no voting by proxy. Each member who signs the attendance roster shall be entitled to one vote at annual or general meetings. Executive Board members are entitled to one vote at each Executive Board meeting

ARTICLE V **THE EXECUTIVE BOARD**

Section 1. The Executive Board shall consist of seven (7) to fifteen (15) persons who are geographically representative of the neighborhood, when possible.

Section 2. Executive Board members shall be elected by a majority of those in attendance at a general membership meeting held annually.

Section 3. Executive Board members shall serve a one-year term. Executive Board members may resign by submitting a written notice to the Chair at any time during their term.

Section 4. Whenever a vacancy occurs in the Executive Board, such vacancy may be filled by majority vote at any Executive Board meeting.

Section 5. The Chair or Vice Chair shall declare a vacancy in the Executive Board after two (2) unexcused absences within the one-year term of any Executive Board member recorded in the officially adopted minutes, including the Officers. An unexcused absence shall be recorded by the Secretary/Treasurer when any Executive Board member fails to notify the Chair, Vice Chair, or Secretary/Treasurer of their absence before the beginning of a regularly scheduled or appropriately-noticed special meeting.

Section 6 The Executive Board may remove an individual member of the Executive Board by a simple majority vote at a noticed meeting. Any member of the Executive Board may move to remove a member from the Executive Board.

To remove a member, the Executive Board must find that the member advocated, supported, or took part in an action that violates a law or regulatory requirement; harassed or threatened others; made verbal or written agreements, committed funds, or took any other action to represent NOLA without prior authorization by the Executive Board; used their affiliation with NOLA for personal benefit; or when the Executive Board deems that removal of the member is in the best interest of NOLA. The Executive Board must present evidence of the member's violation of this article at the meeting and offer the member an opportunity to refute the presented evidence. Any person removed from the Executive Board for cause will not be allowed to serve on the Executive Board or any NOLA committee for three (3) calendar years.

ARTICLE VI **DUTIES OF THE EXECUTIVE BOARD**

Section 1. The Executive Board can hold a periodic general membership meeting and shall hold an Annual Meeting.

Section 2. The Executive Board shall conduct business and take such action as may be necessary to accomplish the purpose of the association at their Executive Board meetings.

Section 3. One third of Executive Board members shall constitute a quorum for the transaction of business. And that real time tele-conferencing and/or video-

conferencing are acceptable to conduct business, including voting.

- Section 4. Special meetings of the Executive Board, for any purpose or purposes, may be called by the Chairperson, or if absent, by the Vice Chairperson or by the Secretary/Treasurer. Notice of the time and place of any special Executive Board meeting shall be given to each Board member at least three (3) days prior to such meeting. Notice shall state the purpose of the meeting. And that real time tele-conferencing and/or video-conferencing are acceptable to conduct business, including voting.

ARTICLE VII OFFICERS

- Section 1. The officers shall consist of a Chairperson, Vice Chairperson, and Secretary/Treasurer.
- Section 2. The officers shall be elected by the membership of the Executive Board at the first meeting held following the meeting specified in Article V, Section 2. The meeting shall be called by the outgoing Chairperson.
- Section 3. Officers shall serve for a one-year term.
- Section 4. If the Chairperson resigns, the Vice Chairperson shall become the Chairperson. If there is a vacancy in the office of Vice Chairperson, or Secretary/Treasurer, it shall be filled by a majority vote of the Executive Board.

ARTICLE VIII DUTIES OF THE OFFICERS

- Section 1. Chairperson. The Chairperson shall have general supervisory and directional powers of the activities of the Executive Board and the Neighborhood Association, shall preside at all meetings of the Executive Board and general membership, shall be the primary representative of the Association on Neighborhood business throughout the Salem urban area, and shall be ex-officio member of all committees.
- Section 2. Vice Chairperson. In the absence of the Chairperson the Vice Chairperson shall execute all the powers of the Chairperson and be an ex-officio member of all committees of NOLA.
- Section 3. Secretary/Treasurer. The Secretary/Treasurer shall record the minutes of all membership and Executive Board meetings and provide the executive board with copies of said minutes, retain a copy for the neighborhood files, and file one copy with the Department of Community Development. The Secretary/Treasurer shall also maintain the financial records of the association and be accountable for the funds of North Lancaster Neighborhood Association. The Secretary/Treasurer shall maintain an attendance sheet for each meeting. In the absence of the Chairperson and the Vice-Chairperson, the Secretary/Treasurer shall execute all the powers of the Chairperson.
- a. No later than November 1st of each year, the Secretary/Treasurer shall provide to the City of Salem a roster of the current Executive Board Members, including their contact information, and minutes from the Association meeting where the election of the Board Members occurred

ARTICLE IX COMMITTEES

- Section 1. In order to carry out the work of the Association, committees (i.e., land use, transportation, parks, etc.) may be created by a majority vote of the Executive Board.
- Section 2. Committee membership shall consist of all those association members interested in serving on a particular committee.
- Section 3. Each committee shall select its own chairperson and/or secretary, unless one is appointed by the Executive Board Chairperson.
- Section 4. The secretary of each committee shall present a written copy of the minutes of the committee meetings to the committee chairperson who shall file the written copy with the Executive Board Secretary and with the Department of Community Development.
- Section 5. The Chairperson may create Ad Hoc committees or appoint committee chairs as needed to carry out such activities as may be necessary to accomplish NOLA's purpose as described in the above-mentioned Articles. Any actions recommended by standing or Ad Hoc committees must be approved by the Executive Board prior to any action being taken. The Chairperson can dissolve any committee at the completion of necessary business.

ARTICLE X **MEETINGS**

- Section 1. All meetings of NOLA are public and shall be guided by the Robert's Rules of Order.
- Section 2. Meetings of the Board of Directors shall be at the call of the Chairperson at least 8 or 9 times per year. Reasonable notice shall be given to all Executive Board members.
- Section 3. A quorum for a duly constituted meeting of the Board shall be one third of the number serving as stated in Article 6, Section 3.
- Section 4. Agendas will be determined by the Chairperson. The Board may modify an agenda by majority vote. All agendas will contain an item allowing any general member, or their representative, to address the Board within the noticed meeting times, unless extended by majority vote of the Board.
- Section 5. There shall be at least one general membership meeting each year, an Annual Meeting, to be held in the fall. This annual meeting shall be for the election of the Board of Directors and any other business of NOLA properly placed before it.
- Section 6. In the event of special circumstances, the Board of Directors may submit a vote by email, text message and/or telephone to decide on an action. A majority vote received by email, text message, and/or telephone shall constitute action on a motion, as long as all members of the Board of Directors have an opportunity to participate in the vote. Any action taken in this manner shall be as effective as action taken at the scheduled meeting and such decision reflected in the minutes of the next Board meeting.

ARTICLE XI **CODE OF CONDUCT**

- Section 1 Officers, Executive Board and Committee Members must immediately disclose

the existence of any conflict of interest. Officers, Executive Board and Committee Members must withdraw from participation in decisions in which they have a material interest.

- Section 2 Officers, Executive Board and Committee Members should:
- a. Continually strive to serve the best interests of the Neighborhood Association as a whole, regardless of their personal interests or feelings;
 - b. Perform their duties without bias for or against any individuals or groups of individuals;
 - c. Act within the boundaries of their authority as defined by the North Lancaster Neighborhood Association Bylaws; and
 - d. Conduct open, fair, and publicized elections.

- Section 3 Officers, Executive Board and Committee Members should not:
- a. Advocate or support any action or activity that violates a law or regulatory requirement.
 - b. Knowingly misrepresent known facts in any issue surrounding the Neighborhood Association.
 - c. Harass, threaten, or attempt to instill fear in any Officer or General Member, in person or via electronic medium.
 - d. Make unauthorized promises to the members of the Neighborhood Association, business owners, or to the City of Salem; and
 - e. Spend Neighborhood Association funds without prior authorization or use said funds for personal benefit.

- Section 4 Officers, Executive Board and Committee Members who violate Sections 2 and/or 3 of this Article are deemed to be acting outside the course and scope of their authority. Anyone in violation of Sections 2 and/or 3 of this Article may be subject to disciplinary action, including, but not limited to:
- a. Removal from their role(s) with the Neighborhood Association.

- Section 5 Depending on the severity of the violation and prior to taking any of the actions described above, the Executive Board shall appoint an Ethics Committee to investigate the violation. The Ethics Committee shall investigate the violation claim and meet with the Officer or Committee Member accused of the violation. Once the investigation is complete, the Ethics Committee shall present its findings and recommendations to the Executive Board, excluding the accused Officer or Committee Member, for appropriate action. The Executive Board shall meet with the accused Officer or Committee Member prior to imposing disciplinary action.

ARTICLE XII TRUST AND AGENCY ACCOUNT

This Bylaw concerns North Lancaster Neighborhood Association's use and management of funds provided through the City of Salem's Trust and Agency Account.

Section 1: The Neighborhood Association (“Association”) has access to a Trust and Agency Account (“Account”) provided and maintained by the City of Salem where donations made to the benefit of the Association may be deposited. The use of these funds is outlined in the Grant Agreement which was approved and executed by the Association’s Board of Directors. The Agreement is attached hereto, and by this reference incorporated herein.

Section 2: a. To request funds from the Account, the Association must submit a written request to the City, specifying the use of the funds and how the proposed use complies with the Agreement and the Salem Revised Code as applicable to Neighborhood Associations.

b. The written request must be approved by a resolution of the Board and signed by an authorized representative of the Association. The Board may designate the authorized representative in the resolution, or otherwise provided in these bylaws. Proof of the authorized representative’s authority to sign the request must be provided to the City at the same time the request is submitted.

c. All receipts must be provided to the City of Salem to account for the expenditure at the time of request or within 30 days after the check is processed. Checks issued by the City of Salem will be made payable to the designee listed on the written request.

Section 3: Records of all reimbursements, expenses or earned credit details for the Neighborhood Association’s must be submitted to the Secretary/Treasurer by June 1st.

ARTICLE XIII AMENDMENTS

The bylaws of NOLA may be amended, repealed, or replaced in whole or part by a majority vote of the general membership at any constituted general membership meeting so long as written notice of proposals relating to the bylaws is published with the agenda prior to the meeting at which the proposal is to be voted upon.